

BROWN RUDNICK LLP

David J. Molton, Esq.
Steven D. Pohl, Esq. (admitted *pro hac vice*)
7 Times Square
New York, NY 10036
Telephone: (212) 209-4800
Facsimile: (212) 209-4801

*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	:
In re:	: Chapter 11
	:
PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
	:
Debtors ¹ .	: (Jointly Administered)
	:
-----	X

**SUMMARY COVER SHEET FOR SECOND INTERIM APPLICATION OF BROWN
RUDNICK LLP, AS CO-COUNSEL TO THE AD HOC COMMITTEE OF
GOVERNMENTAL AND OTHER CONTINGENT LITIGATION CLAIMANTS
FOR SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2020 THROUGH MAY 31, 2020**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584) Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Name of Applicant:	Brown Rudnick LLP
Authorized to Provide Professional Services to:	The Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019 [Docket No. 553]
Period for which compensation and reimbursement are sought:	February 1, 2020 through May 31, 2020
Amount of Compensation sought as actual, reasonable, and necessary:	\$774,355.25 ²
Current Fee Request	\$241,658.82
Amount of Compensation previously Awarded:	\$1,135,221.75
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$7,160.00
Amount of Expense Reimbursement previously awarded:	\$11,073.89
Amount of Prior Holdbacks	\$227,044.35
Total Fees and Expenses Inclusive of Holdback	\$781,515.25
This is a(n): ___ Monthly Application ___ <u>X</u> Interim Application ___ Final Application	

² This amount reflects a further reduction of \$3,740.50 that Brown Rudnick has determined to make in respect of certain timekeepers who had less than 10.0 hours of time entered during the Second Interim Period.

BROWN RUDNICK LLP

David J. Molton, Esq.
Steven D. Pohl, Esq. (admitted *pro hac vice*)
7 Times Square
New York, NY 10036
Telephone: (212) 209-4800
Facsimile: (212) 209-4801

*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	:
In re:	: Chapter 11
	:
PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
	:
Debtors ¹ .	: (Jointly Administered)
	:
-----	X

**SECOND INTERIM FEE APPLICATION OF BROWN RUDNICK LLP
AS CO-COUNSEL TO THE AD HOC COMMITTEE OF
GOVERNMENTAL AND OTHER CONTINGENT LITIGATION CLAIMANTS
FOR SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2020 THROUGH MAY 31, 2020**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584) Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Pursuant to the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee's Professionals* [Docket No. 553] (the "Fee Assumption Order"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the "Interim Compensation Order"), Brown Rudnick LLP ("Brown Rudnick") Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the "Ad Hoc Committee") in the above-captioned case, hereby submits this Second Interim Fee Application (the "Application") for the period of February 1, 2020 through and including May 31, 2020 (the "Application Period").

Summary of Application

1. Brown Rudnick seeks allowance of interim compensation for professional services rendered to the Ad Hoc Committee during the Application Period in the aggregate amount of \$778,095.75, and for reimbursement of expenses incurred and recorded in connection with the rendition of such services in the aggregate amount of \$7,160.00. During the Application Period, Brown Rudnick attorneys and paraprofessionals expended a total of 771.90 hours for which compensation is requested. A schedule setting forth the number of hours expended by each of the partners, associates and paraprofessionals of Brown Rudnick who rendered services to the Ad Hoc Committee, their respective hourly rates, and the year of the bar admissions for each Brown Rudnick attorney is attached hereto as Exhibit A. A summary of time records on a project category basis is attached hereto as Exhibit B.² A narrative description of each project category and a schedule setting forth a description of the project category utilized in these cases with the total number of hours expended by the attorneys and paraprofessionals of Brown

² Copies of Brown Rudnick's invoices for the period February 1, 2020 through May 31, 2020 were previously filed with the Court.

Rudnick by project category, and the aggregate fees associated with each project category, is attached hereto as Exhibit C. Detailed descriptions of the expenses for which Brown Rudnick is seeking reimbursement are attached hereto as Exhibit D.

2. In preparing this Application, Brown Rudnick seeks interim allowance of compensation and reimbursement of expenses pursuant to the Fee Assumption Order, Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (February 5, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “Local Guidelines”), and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 for Attorneys in Larger Chapter 11 Cases effective as of November 1, 2013 (the “U.S. Trustee Guidelines” and together with the Local Guidelines, the “Fee Guidelines”), the Interim Compensation Order and the Fee Assumption Order, together with the Fee Guidelines, the “Guidelines”). A certification regarding compliance with the Guidelines is annexed hereto.

3. Brown Rudnick believes that all applicable time and disbursement charges for the Application Period have been included herein. However, to the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Application Period, but were not processed prior to the preparation of this Application, Brown Rudnick reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Jurisdiction and Venue

4. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1134, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting CJ.). Consideration of this Application is a core proceeding pursuant to 28 U.S.C. §§ 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On September 15, 2019 (the “Petition Date”), Purdue Pharma L.P. (“PPLP”) and its affiliates that are debtors and debtors in possession (collectively, the “Debtors”) each commenced with the Court a voluntary case under chapter 11 of the title 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

6. The Ad Hoc Committee formed prior to the Debtors’ bankruptcy filings to facilitate the negotiation of a settlement structure for a comprehensive resolution of litigation concerning the Debtors’ opioid businesses. Prior to the Debtors’ bankruptcy filings, the Ad Hoc Committee and the Debtors and their shareholders agreed to (the “Settlement Structure”), which was reduced to writing in a Term Sheet filed on October 8, 2019 (the “Term Sheet”), and entered into a reimbursement agreement (the “Prepetition Reimbursement Agreement”).

7. On October 29, 2019, the Debtors’ filed the *Motion to Assume the Prepetition Reimbursement Agreement with the Ad Hoc Committee, and to Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* (the “Fee Assumption Motion”) [Docket No. 394].

8. On December 2, 2019, the Court granted the Fee Assumption Motion by entering the Fee Assumption Order.

9. This is Brown Rudnick's Second application for allowance of interim compensation for services rendered and for reimbursement of expenses. Brown Rudnick has previously provided monthly fee statements covering the period from February 1, 2020 through May 31, 2020, to the Debtors, the U.S. Trustee, and other notices parties in accordance with the provisions of the Interim Compensation Order and the Fee Assumption Order and has received payment with respect thereto, as set forth below:

Monthly Statement	Total Fees	Fees Paid	Total Expenses	Expenses Paid	20% Holdback	Total Balance Remaining to be Paid ³
2/1/20 – 2/29/20	\$243,424.75	\$194,739.80	\$3,645.30	\$3,645.30	\$48,684.95	\$48,684.95
3/1/20 – 3/31/20	\$271,213.50	\$216,970.80	\$563.33	\$563.33	\$54,242.70	\$54,242.70
4/1/20 – 4/30/20	\$154,271.50	\$123,417.20	\$520.00	\$520.00	\$30,854.30	\$30,854.30
5/1/20 – 5/31/20	\$109,186.00	\$0	\$2,431.37	\$0	\$21,837.20	\$111,617.37
Total	\$778,095.75	\$535,127.80	\$7,160.00	\$4,728.63	\$155,619.15	\$245,399.32 (\$3,740.50) \$241,658.82

Services Rendered by Brown Rudnick During the Application Period

10. Brown Rudnick has recorded time charges in these chapter 11 cases separately for each matter as to which it has given attention during the Application Period. For purposes of this Application, the services rendered have been segregated into eleven (11) categories, as follows:⁴

a. Assets Analysis and Recovery

³ The \$241,658.82 total balance remaining to be paid for all the Monthly Statements through May 31, 2020 represents (a) the 20% percent holdbacks for the period February 1, 2020 through April 30, 2020, (b) the total fees and expenses for the period May 1, 2020 through May 31, 2020 and (c) the reduction of \$3,740.50 for timekeepers who had less than 10.0 hours of time entered during the Second Interim Period.

⁴ In accordance with the Fee Assumption Order, Brown Rudnick has separately recorded work performed related to allocation of value among the Debtors' creditors, and, to the best of its knowledge, Brown Rudnick has not included time relating to such allocation in this Application.

- b. Assumption and Rejection of Leases
- c. Business Operations
- d. Case Administration
- e. Claims Analysis
- f. Employment and Fee Applications
- g. Emergency Financing
- h. Litigation – Contested Matters, Adversary Proceedings and Automatic Stay
- i. Meetings and Communications with Ad Hoc Committee & Creditors
- j. Non-Working Travel
- k. Plan and Disclosure Statement

11. Attached hereto as Exhibit C is a narrative description of each project category and a schedule setting forth a description of the project category utilized in these chapter 11 cases, which the total number of hours expended by the attorneys and paraprofessionals of Brown Rudnick by project category and aggregate fees associated with each category referenced above in paragraph 11.

Disbursements

12. Brown Rudnick has disbursed \$7,160.00 as expenses incurred and recorded in providing professional services during the Application Period. None of these expensed exceeds the maximum rate set by the Guidelines. These charges are intended to cover Brown Rudnick's direct costs, which costs are not incorporated into Brown Rudnick's hourly fees. Only clients who actually use services of the types for which reimbursement is sought are separately charged for such service.

13. Brown Rudnick respectfully submits that the actual expenses incurred in providing professional services for which reimbursement is sought in this Application were reasonable and justified under the circumstances to serve the needs of the Ad Hoc Committee in accordance with the Fee Assumption Order.

The Requested Compensation Should be Allowed

14. The Fee Assumption Order provides that Brown Rudnick's reasonable and documented fees and expenses shall be subject *mutatis mutandis*, to the procedures with respect to the authorization of payment of the fees and expenses of the professionals of the Debtors and the UCC as set forth in the Interim Compensation Order. Therefore, while this Application is not strictly subject to sections 331 and 330 of the Bankruptcy Code, we are guided by such provisions in making this Application. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of Section 330 to govern a court's award of such compensation. *See* 11 U.S.C. §§ 330, 331.

15. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factor, including:

- a. the time spent on such services,
- b. the fees charged for such services,
- c. whether the services were necessary to the administration of or beneficial at the time at which the service was rendered toward the completion of a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, and

- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U. S. C. § 330(a)(3).

16. As set forth in greater detail below, Brown Rudnick respectfully submits that it has satisfied the requirements of the Fee Assumption Order and section 330 of the Bankruptcy Code as they may be applied to the Application through the Fee Assumption Order. The services for which it seeks compensation in this Application were necessary for the adequate representation of the Ad Hoc Committee, and in all respects consistent with the Reimbursement Agreement, the Fee Assumption Motion and in furtherance of the Ad Hoc Committee's duties under the Settlement Structure and Term Sheet. Brown Rudnick's request for compensation is reflective of a reasonable and appropriate amount of time expended in performing such services commensurate with the complexity, importance and nature of the problem, issue, or task involved. As described in the Fee Assumption Motion and in supportive filings made therewith, Brown Rudnick was and continues to be committed to performing these services without unnecessary duplication of effort by: (1) professionals employed by Brown Rudnick; or (2) other professionals employed by the Ad Hoc Committee. The compensation sought by Brown Rudnick is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. Indeed, Brown Rudnick's monthly fees are comparable with other similarly qualified legal advisors appearing in this and other chapter 11 cases. For all of the foregoing reasons, Brown Rudnick respectfully requests that the Court grant this Application.

Supplemental Disclosures Required by UST Guidelines

17. Pursuant to Section C.3 of the UST Guidelines, Brown Rudnick's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Brown Rudnick's hourly rates for bankruptcy services are comparable to the rates charged by the firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. By way of example, Brown Rudnick's blended hourly rates for attorneys and paraprofessionals for all sections of the firm, excluding the Restructuring section, for the prior calendar year were set forth on the attached Exhibit E.

18. The following statements address the information required pursuant to Section C.5 of the UST Guidelines:

- a. During the Application Period, Brown Rudnick did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for service pertaining to this engagement, except as described herein.
- b. The fees sought in this Application are not more than 10% higher as compared to the budget provided to the Debtors. The budget with respect to the Application Period is discussed more fully below.
- c. None of the professionals included in this Fee Application varied their hourly rate based on the geographical location of the bankruptcy case.
- d. This Application does not include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices.
- e. This Application does not include time or fees for reviewing time records to redact any privileged or other confidential information.

19. Additionally, on March 13, 2020 Brown Rudnick filed its *Fourth Monthly Fee Statement*, wherein it disclosed that it had increased its hourly rates charged by its professionals pursuant to its ordinary annual review process.

20. With respect to the use of a budget and staffing plan as suggested in Section C.6 of the UST Guidelines, Brown Rudnick has, contemporaneous herewith, provided a general budget to the Debtors and identified the core team of professionals that worked on various projects with the assistance of other professionals as the case needs dictated. A copy of the budget and staffing plan that provided to the Debtors is attached hereto as Exhibit F. Prior to the circulation of this general budget, Brown Rudnick provided a non-itemized budget to the Debtors regarding the period covered by this Application. Brown Rudnick confirms that the fees sought in this Application are not more than 10% higher as compared to the non-itemized budget. A prospective estimate budget for the next interim fee period shall be provided to the Debtors.

21. Brown Rudnick has not previously applied for payment of fees or reimbursement of any disbursement during these cases, except for the monthly fee statements it has submitted and filed with the Court. Brown Rudnick does not hold a retainer in respect of its services as co-counsel to the Ad Hoc Committee.

22. In accordance with Section 504 of the Bankruptcy Code and Fed. R. Bankr. P. 2016(a), no agreement or understanding exists between Brown Rudnick and any other persons for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

23. No agreement or understanding prohibited by 18 U.S.C. § 155 has been or will be made by Brown Rudnick.

24. The undersigned has reviewed the requirements of Local Rule 2016-2 and certified that this Application complies with that Local Rule.

25. Notice of this Application has been provided in accordance with the Interim Compensation Order. Brown Rudnick submits that no other or further notice need be provided.

26. Brown Rudnick reserves all rights and claims. Without limiting the generality of the foregoing, Brown Rudnick reserves its rights to submit future monthly fee applications, interim fee applications, and final fee applications, including, without limitation, fee applications seeking final allowance of all amounts sought to be paid or reimbursed herein and in respect of any amounts held back pursuant to the Interim Compensation Order or otherwise.

WHEREFORE, Brown Rudnick respectfully requests (i) interim allowance of compensation for professional services rendered as counsel for the Ad Hoc Committee in the amount of \$774,355.25 in fees for the period of February 1, 2020 through May 31, 2020, (ii) and interim allowance of reimbursement of actual and necessary disbursements incurred and recorded by Brown Rudnick in the amount of \$7,160.00.

Dated: July 15, 2020

Respectfully submitted,

BROWN RUDNICK LLP

/s/ David J. Molton

David J. Molton

Steven D. Pohl (admitted *pro hac vice*)

Seven Times Square

New York, New York 10019

Telephone: (212) 209-4800

Facsimile: (212) 209-4801

E-mail: dmolton@brownrudnick.com

spohl@brownrudnick.com

*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent Litigation
Claimants*

EXHIBIT A

EXHIBIT A

**SERVICES RENDERED BY
BROWN RUDNICK LLP**

COMMENCING FEBRUARY 1, 2020 THROUGH MAY 31, 2020

Summary of Hours and Fees by Professional^{}**

Name of Professional	Position/Year Admitted to Practice/Department	2020 Hourly Billing Rate	Total Hours Billed	Total Compensation
David J. Molton	Partner 1983 Bankruptcy & Corporate Restructuring	\$1,405	242.6	\$340,762.00
Steven D. Pohl	Partner 1989 Bankruptcy & Corporate Restructuring	\$1,295	110.4	\$139,993.75
Barbara J. Kelly	Counsel 1982 Corporate & Capital Markets	\$1,060	76.0	\$79,995.00
Cathrine M. Castaldi	Partner 1991 Bankruptcy & Corporate Restructuring	\$1,000	0.3	\$285.00
Nicole M. Bouchard	Partner 2005 Corporate & Capital Markets	\$865	0.3	\$247.50
Kenneth Aulet	Partner 2012 Bankruptcy & Corporate Restructuring	\$865	3.5	\$2,963.50
Max D. Schlau	Associate, 2013 Bankruptcy & Corporate Restructuring	\$815	0.3	\$244.50
Gerard T. Cicero	Associate 2015 Bankruptcy & Corporate Restructuring	\$800	145.9	\$116,465.00
Cyavash, N. Ahmadi	Associate 2014 Corporate & Capital Markets	\$585	85.0	\$49,725.00
Uriel Pinelo	Associate 2019 Bankruptcy & Corporate Restructuring	\$545	33.0	\$17,985.00
Christian M. Seitz	Paralegal Corporate & Capital Markets	\$410	7.5	\$2,925.00
Alexandra M. Deering	Paralegal Bankruptcy & Corporate Restructuring	\$395	67.1	\$26,504.50
Total Fees Requested			771.9	\$778,095.75 (\$3,740.50) \$774,355.25

^{**} Brown Rudnick has determined to write-off and not seek reimbursement for the fees of Cathrine Castaldi, Nicole M. Bouchard, Kenneth Aulet, and Max Schlau in connection with this Second Interim Fee Application, in accordance with the policies expressed by the Fee Examiner.

EXHIBIT B

EXHIBIT B

Summary of Detailed Time Records

Project Category	Total Hours	Total Fees
002 Asset Analysis and Recovery	92.9	\$76,990.50
003 Assumption and Rejection of Leases and Contracts	1.0	\$1,295.00
004 Business Operations	24.5	\$22,260.00
005 Case Administration	116.3	\$114,479.00
007 Claims Analysis	57.8	\$49,547.00
008 Employment and Fee Applications	51.0	\$29,297.00
009 Emergency Financing	155.8	\$190,232.00
010 Litigation – Contested Matters, Adversary Proceedings and Automatic Stay	27.9	\$34,632.00
011 Meetings and Communication with Ad Hoc Committee & Creditors	170.1	\$196,368.00
012 Non-Working Travel (billed @50%)	3.5	\$2,266.25
014 Plan and Disclosure Statement	71.1	\$60,729.00
		\$778,095.75 (\$3,740.50)
Total	771.9	\$774,355.25

EXHIBIT C

EXHIBIT C

Summary of Hours Billed by Professional by Project Category and Narrative Description of Each Project Category

Overview

During the period from February 1, 2020 through May 31, 2020 (the “Application Period”), as more fully set forth below, Brown Rudnick provided legal advice, representation and services to the Ad Hoc Committee within the mandate of the Ad Hoc Committee as defined in the Reimbursement Agreement (the “Scope”). The Ad Hoc Committee’s Scope is “to negotiate and support the terms and definitive documents associated with the Settlement and to take such other actions as may be necessary or appropriate to facilitate the Settlement, and not to take positions adverse to the Settlement, engage in litigation activities, review or investigate other matters, or engage in matters in which the respective members of the Ad Hoc Committee may be in conflict.” Additionally, Brown Rudnick was focused on coordinating the advice and efforts of the Ad Hoc Committee’s non-state members. As further described in the Application, Brown Rudnick has not included, to the best of its knowledge, any time relating to the allocation of value among the Debtors’ creditors.

A. Asset Analysis and Recovery

During the Application Period, Brown Rudnick continued to engage with the Debtors’, the shareholders’ counsel, the official committee of unsecured creditors (the “UCC”) and other key stakeholders, including other ad hoc groups of public entities on diligence issues including with respect to the value of the deal reflected in the term sheet. Among other things, Brown Rudnick worked with co-counsel and other stakeholders on multiple iterations of the protective order governing confidential information in these cases. Brown Rudnick spent considerable time analyzing diligence in respect of the shareholders’ potential consideration provided to the

estates and the tax structuring and consequences related thereto. Because the consideration to be received under the term sheet may involve contributions from the sale of a complex web of foreign Independent Associate Companies over a number of jurisdictions, there is a wide range of complex and varied foreign tax issues that must be resolved prior to understanding the value and the feasibility of a Plan based on the term sheet. To that end Brown Rudnick provided analysis and advice to the Ad Hoc Committee on how to maximize tax attributes to the Debtors' estates in respect of the shareholder parties' Independent Associated Companies. Brown Rudnick strategized with its co-counsel regarding progressing the collective analysis and diligence of the Independent Associated Companies.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Pohl, Steven	Partner	\$1,295.00	2.70	\$3,496.50
Kelly, Barbara J	Partner	\$1,060.00	44.90	\$47,029.00
Bouchard, Nicole M.	Partner	\$865.00	0.30	\$247.50
Aulet, Kenneth	Partner	\$865.00	1.00	\$865.00
Cicero, Gerard T.	Associate	\$800.00	5.00	\$4,000.00
Ahmadi, Cyavash, N.	Associate	\$585.00	31.50	\$18,427.50
Christian M. Seitz	Paralegal	\$410.00	7.50	\$2,925.00
Total Hours and Fees Billed			92.9	\$76,990.50

B. Assumption and Rejection of Leases

During the Application Period, Brown Rudnick analyzed the Debtors' request to assume the lease of its headquarters and attended the hearing in respect of the motion seeking approval of the same on behalf of the Ad Hoc Committee.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Pohl, Steven	Partner	\$1,295.00	1.00	\$1,295.00
Total Hours and Fees Billed			1.0	\$1,295.00

C. Business Operations

During the Application Period, Brown Rudnick continued to review and provide attention to the Debtors' updated business plans. Additionally, Brown Rudnick, in consultation with co-counsel, analyzed two significant motions by the Debtors in respect of its pipeline of rescue related drugs: Nalmafene and over-the-counter Naloxone (through partnership with a non-profit). Brown Rudnick coordinated presentations by the Debtors on both projects to the Ad Hoc Committee. Additionally, Brown Rudnick coordinated a report and presentation from an external health expert in respect of the Debtors' two rescue related products for the benefit of the Ad Hoc Committee. .

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Pohl, Steven	Partner	\$1,295.00	6.40	\$8,210.00
Cicero, Gerard T.	Associate	\$800.00	16.10	\$12,880.00
Ahmadi, Cyavash N.	Associate	\$585.00	2.00	\$1,170.00
Total Hours and Fees Billed			24.50	\$22,260.00

D. Case Administration

The fees captured in this category include fees for all services rendered by Brown Rudnick that address the general administration of the case on behalf of the Ad Hoc Committee including specific matters that are not readily classifiable into other more specific matters. This category includes time incurred organizing the Ad Hoc Committee, monitoring the case docket,

complying with local rules and service requirements, preparing for and attending court-hearings, and reviewing and preparing task lists and strategy for the Ad Hoc Committee. Additionally, this category includes time spent by Brown Rudnick attorneys attending certain hearings before the Bankruptcy Court and in developing, alongside, other case parties the mediation program that was ordered by the Court on March 4, 2020 [Docket No. 895].

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	10.80	\$13,638.00
Pohl, Steven	Partner	\$1,295.00	47.90	\$67,299.50
Kelly, Barbara J.	Partner	\$1,000.00	3.00	\$3,180.00
Aulet, Kenneth	Partner	\$865.00	0.90	\$778.50
Cicero, Gerard T.	Associate	\$800.00	21.30	\$16,785.00
Deering, Alexandra, M.	Paralegal	\$395.00	32.40	\$12,798.00
Total Hours and Fees Billed			116.3	\$114,479.00

E. Claims Analysis

During the Application Period, Brown Rudnick spent considerable time developing the Ad Hoc Committee's process for drafting and filing a consolidated proof of claim on behalf of governmental entities. This effort included numerous conference calls with multiple parties, including local governments and their private counsel. Brown Rudnick also assisted the Ad Hoc Committee in analyzing and developing a strategy in respect of the motion to extend the Bar Date. Additionally, certain of Brown Rudnick's work associated with analyzing the tax implication of consideration received under the term sheet was included in this category.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	11.40	\$16,017.00
Pohl, Steven	Partner	\$1,295.00	6.90	\$8,923.50
Cicero, Gerard T.	Associate	\$800.00	9.80	\$7,840.00
Ahmadi, Cyavash N.	Associate	\$585.00	14.50	\$8,482.50
Pinelo, Uriel	Associate	\$545.00	15.20	\$8,284.00
Total Hours and Fees Billed			57.8	\$49,547.00

F. Employment and Fee Applications

During the Application Period, Brown Rudnick prepared and drafted Brown Rudnick's first interim fee application as well as its fourth, fifth, sixth and seventh monthly fee applications in accordance with the Interim Compensation Order.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Pohl, Steven	Partner	\$1,295.00	5.5	\$7,122.50
Cicero, Gerard T.	Associate	\$800.00	10.0	\$8,000.00
Ahmadi, Cyavash N.	Associate	\$585.00	0.8	\$468.00
Deering, Alexandra, M.	Paralegal	\$395.00	34.7	\$13,706.50
Total Hours and Fees Billed			51.0	\$29,297.00

G. Emergency Financing

During the Application Period, and until the parties announced to the Court that they intended to postpone negotiation of the ERF pending mediation, Brown Rudnick continued to expend considerable time and effort assisting the Ad Hoc Committee, including its non-state members in developing and negotiating an ERF that garnered the support of governmental entities. Brown Rudnick participated in and led numerous internal and external conference calls

and negotiating sessions with respect to the ERF. Brown Rudnick coordinated comments and revisions to the Ad Hoc Committee's ERF proposal(s) with individual Ad Hoc Committee members and coordinated external comments to the same. Brown Rudnick reviewed external proposals for the use and structure of the ERF provided by, among others, the Official Creditors' Committee and provided the Ad Hoc Committee with advice regarding the same. Brown Rudnick's work over the course of the application period included multiple in person and phone conference meetings among the Ad Hoc Committee, and subgroups thereof, as well as with other case parties.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	100.1	\$140,640.50
Pohl, Steven	Partner	\$1,295.00	10.8	\$13,986.00
Kelly, Barbara J.	Partner	\$1,000.00	4.0	\$4,240.00
Cicero, Gerard T.	Associate	\$800.00	34.6	\$27,680.00
Ahmadi, Cyavash N.	Associate	\$585.00	6.3	\$3,685.50
Total Hours and Fees Billed			155.8	\$190,232.00

H. Litigation – Contested Matters, Adversary Proceedings and Automatic Stay

During the Application Period, Brown Rudnick worked with its co-counsel to provide advice to the Ad Hoc Committee on issues of the extension of the automatic stay pursuant to section 105 of the Bankruptcy Code. Brown Rudnick also participated in a hearing before the Court with respect to an extension of the Court's injunction. Brown Rudnick advised the Ad Hoc Committee on how to respond to the motion of a putative class of independent school boards as well as on issues that percolated before the court in respect of discovery disputes with the shareholder parties.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	12.00	\$16,808.00
Pohl, Steven	Partner	\$1,295.00	10.20	\$13,209.00
Castaldi, Cathrine M.	Partner	\$1,000.00	0.10	\$95.00
Aulet, Kenneth	Partner	\$865.00	1.60	\$1,320.00
Cicero, Gerard T.	Associate	\$800.00	4.00	\$3,200.00
Total Hours and Fees Billed			27.9	\$34,632.00

I. Meetings and Communication with Ad Hoc Committee & Creditors

During the Application Period, Brown Rudnick conducted numerous telephonic meetings with both the Ad Hoc Committee in full as well as the with the non-state members of the Ad Hoc Committee in order to keep the Ad Hoc Committee members informed as the case progressed. On these periodic calls, Brown Rudnick discussed the current status of these cases and elicited input from members on actions to take with respect to the outstanding diligence, pending motions, the ERF, litigation and business activities. Additionally, Brown Rudnick conducted numerous calls and outreach to other creditor constituents regarding progressing these cases. Finally, Brown Rudnick participated in numerous internal strategy calls and conferences prior to and in preparation for advice and communication to Ad Hoc Committee members on various case issues. This category includes time incurred by Brown Rudnick professionals in participating in lengthy conference and virtual meetings with the Ad Hoc Committee and subsets thereof.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	70.00	\$98,311.00

Pohl, Steven	Partner	\$1,295.00	43.90	\$56,850.50
Cicero, Gerard T.	Associate	\$800.00	40.10	\$32,080.00
Ahmadi, Cyavash N.	Associate	\$585.00	8.80	\$5,148.00
Pinelo, Uriel	Associate	\$545.00	7.30	\$3,978.50
Total Hours and Fees Billed			170.1	\$196,368.00

J. Plan and Disclosure Statement

During the Application Period, Brown Rudnick conducted legal research into plan issues that may impact sovereign entities that support a Plan as well as into other mass tort cases in order to continue to develop broad outlines of potential plan voting structures and exit options. Brown Rudnick also worked with co-counsel to begin developing the documents necessary for a restructuring support agreement. Additionally, Brown Rudnick worked with the shareholders and other of the Ad Hoc Committee's professionals to to receive and analyze diligence in respect of the settlement and Plan structuring for tax efficiencies.

Summary of Hours Billed

Timekeeper	Position	2020 Rate	Hours	Amount
Molton, David J.	Partner	\$1,405.00	1.20	\$1,686.00
Pohl, Steven	Partner	\$1,295.00	8.70	\$10,996.50
Kelly, Barbara J	Partner	\$1,000.00	24.10	\$25,546.00
Castaldi, Cathrine M.	Partner	\$1,000.00	0.20	\$190.00
Schlan, Max D.	Associate	\$815.00	0.30	\$244.50
Cicero, Gerard T.	Associate	\$800.00	5.00	\$4,000.00
Ahmadi, Cyavash N.	Associate	\$585.00	21.10	\$12,343.50
Pinelo, Uriel	Associate	\$545.00	10.50	\$5,722.50
Total Hours and Fees Billed			71.1	\$60,729.00

EXHIBIT D

EXHIBIT D

**ACTUAL AND NECESSARY COSTS INCURRED BY
BROWN RUDNICK LLP**

COMMENCING FEBRUARY 1, 2020 THROUGH MAY 31, 2020

EXPENSE	AMOUNT
Airfare	\$850.00
Copies (Color & B&W @ 10 cents per page)	\$180.90
Flash Drives	\$1.00
Hotel	\$729.00
Meals	\$254.25
Pacer	\$19.30
Parking and Tolls	\$30.00
Specialized Online Research Services	\$356.00
Taxi	\$813.26
Teleconferencing	\$536.89
Train Travel	\$466.00
Transcripts	\$68.40
Travel Agent Fee	\$120.00
Westlaw	\$2,735.00
Total Expenses	\$7,160.00

EXHIBIT E

EXHIBIT E

Customary and Comparable Compensation Disclosures

Category of Timekeeper	Blended Hourly Rates	
	Billed Firm-wide for preceding calendar year ⁸	Billed This Application
Partner	\$835	\$1302.81
Associate	\$525	\$698.03
Paraprofessional	\$334	\$394.50
Aggregated:	\$667	\$1,008.03

⁸ Excluding blended hourly rates for the Restructuring section of the Brown Rudnick.

EXHIBIT F

**Budget and Staffing Plan for the
Period February 1, 2020 through May 31, 2020**



			Budgeted		Actual		Budgeted		Actual		Budgeted		Actual		Budgeted		Actual	
Attorney Name/Description	2020 Rate	Notes / Scope of Work	Hours Estimate (Feb. 2020)	Time Value Estimate (Feb. 2020)	Hours (Feb. 2020)	Time Value (Feb. 2020)	Hours Estimate (March 2020)	Time Value Estimate (March 2020)	Hours (March 2020)	Time Value (March 2020)	Hours Estimate (April 2020)	Time Value Estimate (April 2020)	Hours (April 2020)	Time Value (April 2020)	Hours Estimate (May 2020)	Time Value Estimate (May 2020)	Hours (May 2020)	Time Value (May 2020)
Molton, David J.	\$ 1,405.00	Restructuring/ Litigation	100.0	\$ 140,500.00	108.7	\$ 152,723.50	75.0	\$ 105,375.00	66.3	\$ 93,060.50	50.0	\$ 70,250.00	42.5	\$ 59,712.50	50.0	\$ 70,250.00	25.1	\$ 35,265.50
Pohl, Steven D.	\$ 1,295.00	Restructuring	50.0	\$ 64,750.00	32.5	\$ 39,821.25	50.0	\$ 64,750.00	39.2	\$ 50,056.00	25.0	\$ 32,375.00	22.0	\$ 28,490.00	25.0	\$ 32,375.00	16.7	\$ 21,626.50
Kelly, Barbara	\$ 1,060.00	Tax	0.0	\$ -	0.0	\$ -	50.0	\$ 53,000.00	41.6	\$ 43,531.00	25.0	\$ 26,500.00	17.0	\$ 18,020.00	25.0	\$ 26,500.00	17.4	\$ 18,444.00
Castaldi, M. Cathrine	\$ 1,000.00	Restructuring/ Litigation	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.3	\$ 285.00	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -
Bouchard, Nicole M.	\$ 865.00	Tax	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.3	\$ 247.50	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -
Aulet, Kenneth	\$ 865.00	Restructuring/ Litigation	0.0	\$ -	1.9	\$ 1,643.50	0.0	\$ -	1.6	\$ 1,320.00	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -
Shclan, Max D.	\$ 815.00	Restructuring	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.3	\$ 244.50
Cicero, Gerard T.	\$ 800.00	Restructuring	50.0	\$ 40,000.00	46.4	\$ 37,120.00	50.0	\$ 40,000.00	51.1	\$ 40,625.00	40.0	\$ 32,000.00	32.0	\$ 25,600.00	20.0	\$ 16,000.00	16.4	\$ 13,120.00
Ahmadi, Cyavash N.	\$ 585.00	Tax	25.0	\$ 14,625.00	14.5	\$ 8,482.50	40.0	\$ 23,400.00	34.3	\$ 20,065.50	25.0	\$ 14,625.00	16.1	\$ 9,418.50	25.0	\$ 14,625.00	20.1	\$ 11,758.50
Uriel Pinelo	\$ 545.00	Paraprofessional	0.0	\$ -	0.0	\$ -	15.0	\$ 8,175.00	10.4	\$ 5,668.00	15.0	\$ 8,175.00	13.4	\$ 7,303.00	10.0	\$ 5,450.00	9.2	\$ 5,014.00
Christian M. Seitz	\$ 410.00	Paraprofessional	0.0	\$ -	0.0	\$ -	10.0	\$ 4,100.00	7.5	\$ 2,925.00	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -
Deering, Alexandra	\$ 395.00	Paraprofessional	15.0	\$ 5,925.00	9.2	\$ 3,634.00	40.0	\$ 15,800.00	34.0	\$ 13,430.00	15.0	\$ 5,925.00	14.5	\$ 5,727.50	10.0	\$ 3,950.00	9.4	\$ 3,713.00
Totals			240.0	\$265,800.00	213.2	\$243,424.75	330.0	\$314,600.00	286.6	\$271,213.50	195.0	\$189,850.00	157.5	\$154,271.50	165.0	\$169,150.00	114.6	\$109,186.00
															Budgeted Hours Feb. - May 2020	Budgeted Time Value Feb. - May 2020	Actual Hours Feb. - May 2020	Actual Time Value Feb. - May 2020 ¹
														TOTAL	930.00	\$939,400.00	771.9	\$778,095.75
																	-4.4	\$ (3,740.50)
																767.5	\$774,355.25	

¹ Brown Rudnick has determined to write-off and not seek reimbursement for the fees of Cathrine Castaldi, Nicole M. Bouchard, Kenneth Aulet, and Max Schlan in connection with this Second Interim Fee Application, in accordance with the policies expressed by the Fee Examiner.

Project Category	Budgeted		Actual		Budgeted		Actual		Budgeted		Actual		Budgeted		Actual	
	Hours Estimate (Feb. 2020)	Time Value Estimate (Feb. 2020)	Hours (Feb. 2020)	Time Value (Feb. 2020)	Hours Estimate (March 2020)	Time Value Estimate (March 2020)	Hours (March 2020)	Time Value (March 2020)	Hours Estimate (April 2020)	Time Value Estimate (April 2020)	Hours (April 2020)	Time Value (April 2020)	Hours Estimate (May 2020)	Time Value Estimate (May 2020)	Hours (May 2020)	Time Value (May 2020)
Asset Analysis and Recovery	5.0	\$ 5,000.00	2.2	\$ 1,825.00	50.0	\$ 50,000.00	51.8	\$ 45,396.00	20.0	\$ 20,000.00	13.6	\$ 10,625.50	35.0	\$35,000.00	25.3	\$19,144.00
Assumption and Rejection of Leases and Contracts	0.0	\$ -	0.0	\$ -	10.0	\$ 10,000.00	1.0	\$ 1,295.00	0.0	\$ -	0.0	\$ -	0.0	\$0.00	0.0	\$0.00
Business Operations	15.0	\$ 15,000.00	11.6	\$ 10,715.50	10.0	\$ 10,000.00	2.0	\$ 2,015.00	10.0	\$ 10,000.00	8.6	\$ 7,870.00	10.0	\$10,000.00	2.3	\$1,659.50
Case Administration	55.0	\$ 60,000.00	55.6	\$ 64,307.50	30.0	\$ 30,000.00	32.1	\$ 24,287.00	30.0	\$ 30,000.00	21.2	\$ 21,162.50	10.0	\$10,000.00	7.4	\$4,722.00
Claims Analysis	15.0	\$ 15,000.00	14.5	\$ 8,482.50	0.0	\$ -	0.2	\$ 247.00	15.0	\$ 15,000.00	15.9	\$ 11,824.50	30.0	\$30,000.00	27.2	\$28,993.00
Employment and Fee Applications	10.0	\$ 10,000.00	8.2	\$ 6,803.00	30.0	\$ 30,000.00	25.4	\$ 12,850.00	15.0	\$ 15,000.00	12.9	\$ 7,866.50	10.0	\$10,000.00	4.5	\$1,777.50
Emergency Financing	80.0	\$ 90,000.00	70.1	\$ 92,066.50	100.0	\$ 100,000.00	74.0	\$ 84,906.00	15.0	\$ 15,000.00	11.7	\$ 13,259.50	0.0	\$0.00	0.0	\$0.00
Litigation - Contested Matters, Adversary Proceedings, and Automatic Stay	0.0	\$ -	0.0	\$ -	10.0	\$ 10,000.00	9.3	\$ 10,726.50	15.0	\$ 15,000.00	9.3	\$ 12,379.00	10.0	\$10,000.00	9.3	\$11,526.50
Meetings and Communications with Ad Hoc Committee 7 Creditors	50.0	\$ 55,000.00	44.3	\$ 52,814.50	60.0	\$ 70,000.00	56.4	\$ 65,316.50	50.0	\$ 50,000.00	42.0	\$ 48,907.00	40.0	\$40,000.00	27.4	\$29,330.00
Non-Working Travel	5.0	\$ 5,000.00	3.5	\$ 2,266.25	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$ -	0.0	\$0.00		\$0.00
Plan and Disclosure Statement	5.0	\$ 5,000.00	3.2	\$ 4,144.00	30.0	\$ 30,000.00	34.4	\$ 24,174.50	25.0	\$ 25,000.00	22.3	\$ 20,377.00	20.0	\$20,000.00	11.2	\$12,033.50
Totals	240.0	\$260,000.00	213.2	\$243,424.75	330.0	\$340,000.00	286.6	\$271,213.50	195.0	\$195,000.00	157.5	\$154,271.50	165.0	\$165,000.00	114.6	\$109,186.00
													Budgeted Hours Feb. - May 2020	Budgeted Time Value Feb. - May 2020	Actual Hours Feb. - May 2020	Actual Time Value Feb. - May 2020 ¹
												TOTAL	930.0	\$960,000.00	771.9	\$778,095.75
															-4.4	\$ (3,740.50)
															767.5	\$774,355.25

¹ Brown Rudnick has determined to write-off and not seek reimbursement for the fees of Cathrine Castaldi, Nicole M. Bouchard, Kenneth Aulet, and Max Schlan in connection with this Second Interim Fee Application, in accordance with the policies expressed by the Fee Examiner.

CERTIFICATION

I, Steven D. Pohl, declare under penalties of perjury that:

a) I am a partner with the applicant Firm, Brown Rudnick LLP, and am admitted to appear before this Court.

b) I am familiar with the work performed by Brown Rudnick LLP on behalf of the Ad Hoc Committee.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Rule 2016-1 of the Local Bankruptcy Rules and the Guidelines and submit that the Application substantially complies with such Guidelines.

/s/ Steven D. Pohl

Steven D. Pohl